

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>AGILON ENERGY HOLDINGS II LLC, <i>et al.</i></p> <p style="text-align: center;">Debtors.¹</p>	§ § § § § § §	<p>Chapter 11</p> <p>Case No. 21-32156 (MI)</p> <p>(Jointly Administered)</p>
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**DECLARATION OF LORETTA CROSS IN SUPPORT OF DEBTORS' APPLICATION
FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
GRANT THORNTON LLP AS FINANCIAL ADVISOR**

I, Loretta Cross, under penalty of perjury, declare as follows:

1. I am Managing Director of the Grant Thornton LLP ("**GT**"), a company specializing in Audit, Tax and Advisory Services. The matters set forth herein are made of my own personal knowledge and, if called and sworn as a witness, I could and would testify competently thereto.²

2. This Declaration is made in support of the above-captioned debtors' (collectively, the "**Debtors**") *Application for Order Authorizing the Employment and Retention of Grant Thornton LLP as Financial Advisor* (the "**Application**") on the terms and conditions as set forth in the Application and the engagement letter between the Debtors and GT attached to this Declaration

¹ The debtors and debtors in possession these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Agilon Energy Holdings II LLC (3389) ("**Agilon**"), Case No. 21-32156; Victoria Port Power LLC (4894) ("**VPP**"), Case No. 21-32157; and Victoria City Power LLC (4169) ("**VCP**" and together with Agilon and VPP, the "**Debtors**"), Case No. 21-32158. The Debtors' mailing address is: 5850 San Felipe, Ste 601, Houston, Texas 77057.

² Certain of the disclosures herein related to matter within the knowledge of other professionals at GT and are based on information provided to me by them.

as **Exhibit 1** (the “*Engagement Agreement*”).³ Except as otherwise noted,⁴ I have personal knowledge of the matters set forth herein.

Disinterestedness and Eligibility

1. GT is comprised of leading industry professionals with significant experience in the Restructuring and Bankruptcy Advisory services. GT’s professionals have experience in facilitating financial and accounting matters and other related aspects of chapter 11 cases and experience in matters of this size and complexity. GT’s professionals have acted as financial advisors in many large bankruptcy cases in various districts nationwide. Some in- and out-of-court restructurings and advisory assignments in the power industry in which GT, or the assigned professionals, have been involved include work performed for or related to Allegheny Energy, Brazos Electric Coop, Calpine, Dynegy, El Paso Energy, Electric Cities, Enron, Mirant, Mobile Energy Services, NRG, Pioneer Electric Coop, Power Company of America and Reliant Resources.

2. GT represents that GT, its members and employees are not and were not, within two years before the date of the filing of these chapter 11 cases, creditors, equity security holders, insiders or employees of the Debtors.

3. In accordance with 11 U.S.C. § 327(a) and Federal Rule of Bankruptcy Procedure 327(a), I caused to be submitted for review by our conflicts system the names of all known potential parties in interest (the “*Potential Parties in Interest*”) in these chapter 11 cases. The

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

⁴ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at A&M and are based on information provided by them.

Potential Parties in Interest is attached hereto as **Schedule 1**. The list of Potential Parties in Interest was provided by the Debtors and included, among other parties, the Debtors, non-Debtor affiliates, current and former directors and officers of the Debtors, significant stockholders, secured creditors, lenders, the Debtors' unsecured creditors, contract counterparties, landlords, vendors, insurers, utilities, governmental authorities and other parties. The results of the conflict check were compiled and reviewed by GT professionals under my supervision. At this time, and as set forth in further detail herein, GT is not aware of any relationship that would present a disqualifying conflict of interest. Should GT discover any new relevant facts or relationships bearing on the matters described herein during the period of its retention, GT will use reasonable efforts to file promptly a supplemental declaration.

4. As can be expected with respect to any professional services firm such as GT, GT provides services to many clients with interests in the Debtors' chapter 11 cases. To the best of my knowledge, except as indicated on Schedule 2 (Disclosure Table), GT's services for such clients do not relate to the Debtors' chapter 11 cases. However, in an abundance of caution, I would bring to the court's attention that GT audits the parent company of Pro Energy Services. GT will not be involved in any negotiations, evaluations or provide services to the Debtor to the extent that Pro Energy Services is also involved in those negotiations or transactions.

5. To the best of my knowledge and based solely upon information provided to me by the Debtors, and except as provided herein, neither GT, nor any of its professionals, has any materially adverse connection to the Debtors, their creditors or other relevant parties. GT may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which GT serves or has served in a neutral capacity as financial advisor for another chapter 11 debtor.

6. GT has and will continue to represent clients in matters unrelated to these chapter 11 cases. In addition, GT and its personnel have and will continue to have relationships personally or in the ordinary course of its business with certain vendors, professionals, and other parties in interest that may be involved in the Debtors' chapter 11 cases. GT may also provide professional services to entities or persons that may be creditors or parties in interest in these chapter 11 cases, which services do not directly relate to, or have any direct connection with, these chapter 11 cases or the Debtors.

7. GT and its personnel in their individual capacities regularly utilize the services of law firms, accounting firms, and financial advisors. Such firms engaged by GT or its personnel may appear in chapter 11 cases representing the Debtor or parties in interest. All engagements where such firms represent GT or its personnel in their individual capacities are unrelated to these chapter 11 cases.

8. To the best of my knowledge, no employees of GT is a relative of, or has been connected with the U.S. Trustee in this district or its employees.

9. Accordingly, to the best of my knowledge, neither GT nor any of its partners or employees hold or represent any interest materially adverse to the Debtors' estates with respect to any matter upon which GT is to be engaged. Based on the foregoing, I believe that GT is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

10. If any new material relevant facts or relationships are discovered or arise during the pendency of these chapter 11 cases, GT will promptly file a supplement declaration disclosing such new materials facts or relationships.

Compensation

11. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines, and the Bankruptcy Local Rules, GT will seek from the Debtors payment for compensation on an hourly basis and reimbursement of actual and necessary expenses incurred by GT. GT's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted annually.

12. To the best of my knowledge, (a) no commitments have been made or received by GT with respect to compensation or payment in connection with these cases other than in accordance with applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, and (b) GT has no agreement with any other entity to share with such entity any compensation received by GT in connection with these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

Executed on July 22, 2021

By:



Loretta Cross
Managing Director
Grant Thornton, LLP

Schedule 1

Potential Interested Parties

Potential Interested Parties		
Ref #	Name	Role
1	ABIP	Potential creditor in case, not top 30
2	ACT Commodities	Potential creditor in case, not top 30
3	AEP Texas	Potential creditor in case, not top 30
4	Aerovent Fan Company, Inc.	30 Largest Unsecured
5	AFCO Credit Corporation	Potential creditor in case, not top 30
6	Agilon Energy Holdings II LLC	Debtors
7	Air Tox Environmental Company	Potential creditor in case, not top 30
8	Airgas USA, LLC	Potential creditor in case, not top 30
9	Akerman LLP	30 Largest Unsecured
10	Akin Gump Strauss Hauer & Feld LLP	Counsel for Secured Lenders
11	Alliance Source Testing, LLC	30 Largest Unsecured
12	Allied Fire Protection, LP	Potential creditor in case, not top 30
13	American Arbitration Association	Potential creditor in case, not top 30
14	American Electric Power	Potential creditor in case, not top 30
15	American Moistening Company, Inc.	Potential creditor in case, not top 30
16	AMICO	Potential creditor in case, not top 30
17	Armadillo Portable Toilets	Potential creditor in case, not top 30
18	B Environmental	Potential creditor in case, not top 30
19	Baker Hughes a GE Co. - Control Solutions	30 Largest Unsecured
20	Ballard Spahr LLP	Potential creditor in case, not top 30
21	Bank Direct	30 Largest Unsecured
22	Baseload Power	30 Largest Unsecured
23	Bay Ltd.	Potential creditor in case, not top 30
24	Bech Engineering	Other - included as 30 largest creditor on previously-filed MSL
25	Beecher Carlson	Potential creditor in case, not top 30
26	Bradley Griffin LLC	Potential creditor in case, not top 30
27	Brenntag Lubricants Central	30 Largest Unsecured
28	Briggs & Veselka Co.	Potential creditor in case, not top 30
29	BSI EHS Services and Solutions	Potential creditor in case, not top 30
30	Burns & McDonnell	Potential creditor in case, not top 30
31	Castleman Power Development LLC	Potential creditor in case, not top 30
32	Castleman Power Systems Intl	Potential creditor in case, not top 30
33	Ccd Consulting LLC	Potential creditor in case, not top 30
34	CEESI (Colorado Engineering Experiment Station, Inc.)	Other - included as 30 largest creditor on previously-filed MSL
35	CEMTEK Environmental Inc.	30 Largest Unsecured
36	Chamberlain, Hrdlicka, White, Williams & Aughtry, PC	Potential creditor in case, not top 30
37	Charter Title Company	Potential creditor in case, not top 30
38	Christian Bech	Other - included as 30 largest creditor on previously-filed MSL
39	City of Victoria	Potential creditor in case, not top 30
40	Civil Corp Engineers Surveyors	Potential creditor in case, not top 30
41	Coastal Fence and Irrigation, LLC	Potential creditor in case, not top 30
42	Compression Generation Services	Potential creditor in case, not top 30
43	CORMETECH, Inc.	Potential creditor in case, not top 30
44	Crescent Power, Inc.	Potential creditor in case, not top 30
45	Crew Land Research	Potential creditor in case, not top 30
46	CT Corporation	Potential creditor in case, not top 30
47	Culligan International Company	Potential creditor in case, not top 30
48	Cummings Westlake, LLC	30 Largest Unsecured
49	Detection & Measurement Systems	Potential creditor in case, not top 30
50	Dow Golub Remels & Gilbreath	Potential creditor in case, not top 30
51	E3 Consulting	Potential creditor in case, not top 30
52	E4A Solutions, LLC	30 Largest Unsecured
53	Electric Reliability Council of Texas, Inc.	Parties Requesting Notice
54	Emerson-Rosemount Inc	Potential creditor in case, not top 30
55	EquipmentShare	30 Largest Unsecured
56	Equisales Associates, Inc.	30 Largest Unsecured
57	ESE Partners	Potential creditor in case, not top 30
58	ESS Metron	Potential creditor in case, not top 30

Ref #	Name	Role
59	Failure Analysis Services Tech, Inc.	Potential creditor in case, not top 30
60	Farm Industrial	Potential creditor in case, not top 30
61	FileHold Systems Inc.	Potential creditor in case, not top 30
62	Finsight Group Inc	Potential creditor in case, not top 30
63	Fordyce Holdings, Inc.	Potential creditor in case, not top 30
64	Foster Fence Ltd	Potential creditor in case, not top 30
65	Fotronic Corporation	Potential creditor in case, not top 30
66	Friedel Drilling Co.	Potential creditor in case, not top 30
67	GE Packaged Power, LLC	30 Largest Unsecured
68	Gene's Machine, Inc.	Potential creditor in case, not top 30
69	GK Techstar, LLC	Potential creditor in case, not top 30
70	Global Project Strategy, Inc.	30 Largest Unsecured
71	Golden Crescent	Potential creditor in case, not top 30
72	Grant Thornton LLP	Debtor's Advisor
73	Green Bank	Potential creditor in case, not top 30
74	Hatfield and Company, Inc.	Potential creditor in case, not top 30
75	HI-TECH ELECTRIC, INC	Potential creditor in case, not top 30
76	HLI Laredo, Inc	Potential creditor in case, not top 30
77	Hugh Smith Advisors LLC	Debtor's Advisor
78	Ingersoll Rand Company	Potential creditor in case, not top 30
79	Intellectrace, Inc.	30 Largest Unsecured
80	Internal Revenue Service Centralized Insolvency Operation	Gov't Agency
81	Interra Incorporated	Potential creditor in case, not top 30
82	Intertch-Filtration Filters	Potential creditor in case, not top 30
83	Jack Kelly	Potential creditor in case, not top 30
84	JDM Commercial Services, LLC	Potential creditor in case, not top 30
85	JLL Valuation and Advisory Services	Potential creditor in case, not top 30
86	J-W Power Company	30 Largest Unsecured
87	Kestrel Power Engineering, LLC	30 Largest Unsecured
88	Kimball Midwest	Potential creditor in case, not top 30
89	Kinder Morgan Tejas Pipeline	Potential creditor in case, not top 30
90	King & Spalding, LLP	30 Largest Unsecured
91	Konecranes, Inc.	Potential creditor in case, not top 30
92	Leidos Engineering	Potential creditor in case, not top 30
93	Lisa Murphy	Potential creditor in case, not top 30
94	Locke Lord LLP	Debtor's Counsel
95	M&T Bank	30 Largest Unsecured
96	Marcello Garcia	Potential creditor in case, not top 30
97	Marek Field Services LLC	Potential creditor in case, not top 30
98	Marquis Construction Services	30 Largest Unsecured
99	McHale Performance	Potential creditor in case, not top 30
100	Mercer Construction	Potential creditor in case, not top 30
101	Mid - Coast Electric Supply	Potential creditor in case, not top 30
102	Morgan Lewis	Potential creditor in case, not top 30
103	MP2 Energy Texas, LLC	30 Largest Unsecured
104	NAES Corporation	30 Largest Unsecured
105	Neches and Trinity Valleys GCD	Potential creditor in case, not top 30
106	NRG Stream Services	Potential creditor in case, not top 30
107	Office of U.S. Trustee	US Trustee
108	Olson Ventures, LLC	Potential creditor in case, not top 30
109	Oppel & Goldberg PLLC	Potential creditor in case, not top 30
110	Packaged Power, LLC	Potential creditor in case, not top 30
111	Pac-Van Inc	Potential creditor in case, not top 30
112	Peerless Industrial Group, Inc.	Other - included as 30 largest creditor on previously-filed MSL
113	Port of Victoria	Potential creditor in case, not top 30
114	Post Glover	Potential creditor in case, not top 30
115	Power Plant Operations, Mtse & Consulting	Potential creditor in case, not top 30
116	PowerFlow Fluid Systems	Potential creditor in case, not top 30
117	Princeton Wong	Potential creditor in case, not top 30

Ref #	Name	Role
118	ProEnergy Services	Potential creditor in case, not top 30
119	Progressive Pumps Corp.	Potential creditor in case, not top 30
120	Prudential Capital Energy Partners, L.P.	Debtor's Secured Lenders
121	Prudential Energy Capital Partners	Potential creditor in case, not top 30
122	Prudential Insurance	Potential creditor in case, not top 30
123	Prudential Legacy Insurance Company of New Jersey	Parties Requesting Notice
124	Prudential Retirement Insurance and Annuity Company	Parties Requesting Notice
125	Rainbolt & Alexander, L.L.P.	Potential creditor in case, not top 30
126	Ranger Analytics, Inc.	Potential creditor in case, not top 30
127	READITECH	30 Largest Unsecured
128	Red Ball Oxygen	Potential creditor in case, not top 30
129	Rena Scherer, Tax Assessor-Collector	30 Largest Unsecured
130	Rev 1 Power Services, Inc.	30 Largest Unsecured
131	Revista de Victoria	Potential creditor in case, not top 30
132	Richards Plumbing Company	Potential creditor in case, not top 30
133	Saber Power Services, LLC	Potential creditor in case, not top 30
134	Safety Compliance Services	Potential creditor in case, not top 30
135	Safety-Kleen	Other - included as 30 largest creditor on previously-filed MSL
136	SBS Nolan Power Group, Inc.	Potential creditor in case, not top 30
137	SBS/Nolan Power/QSS	Potential creditor in case, not top 30
138	SetPoint Integrated Solutions	Potential creditor in case, not top 30
139	Shell Energy North America (US), L.P.	30 Largest Unsecured
140	Skyhawk Chemicals, Inc.	Potential creditor in case, not top 30
141	South Texas Crane Service, Inc.	Potential creditor in case, not top 30
142	South Texas Ventilation	Potential creditor in case, not top 30
143	Southwest Energy, LP	30 Largest Unsecured
144	Southwest Energy, LP PPA	Potential creditor in case, not top 30
145	Stacey Woodard	Potential creditor in case, not top 30
146	Starfish PPS	Potential creditor in case, not top 30
147	Strategic Power Systems, Inc.	Potential creditor in case, not top 30
148	Stratus Technologies Ireland Ltd. Lockbox	Potential creditor in case, not top 30
149	SUEZ WTS Services USA, Inc.	Potential creditor in case, not top 30
150	Sunbelt Rentals	Potential creditor in case, not top 30
151	Suwannee Pipe and Supply	Potential creditor in case, not top 30
152	SW Consulting	Potential creditor in case, not top 30
153	Swagelok Austin/Corpus Christi	Potential creditor in case, not top 30
154	Tennessee Gas Pipeline Company of America, LLC	30 Largest Unsecured - Notice Requested
155	Tennessee Gas Pipeline Company, LLC	30 Largest Unsecured
156	Texas Commission on Environmental Quality	30 Largest Unsecured
157	Texas Comptroller	Gov't Agency
158	Texas Department of Licensing and Regulation	Potential creditor in case, not top 30
159	Texas Department of Transportation	Potential creditor in case, not top 30
160	Texas First Rental	Potential creditor in case, not top 30
161	The Prudential Insurance Company of America	Parties Requesting Notice
162	The Reynolds Company	Potential creditor in case, not top 30
163	The Ultimate Industrial Group	Potential creditor in case, not top 30
164	TISD, Inc.	Potential creditor in case, not top 30
165	TransCanada Turbines Inc.	Potential creditor in case, not top 30
166	Triple D Security Corp.	Potential creditor in case, not top 30
167	Twin Eagle Resource Management LLC	Potential creditor in case, not top 30
168	Union Pacific Railroad	Potential creditor in case, not top 30
169	US Bank as Paying Agent for Prudential	Potential creditor in case, not top 30
170	Valor Fabrication, LLC	Potential creditor in case, not top 30
171	Vector Controls, LLC	Potential creditor in case, not top 30
172	Verizon Communications Inc	Potential creditor in case, not top 30
173	Victoria Bloomington LLC	Potential creditor in case, not top 30
174	Victoria City Power LLC	Debtors
175	Victoria County	Parties Requesting Notice
176	Victoria County Clerk	Potential creditor in case, not top 30

Ref #	Name	Role
177	Victoria Economic Development Corporation	Potential creditor in case, not top 30
178	Victoria Midstream, LLC	Potential creditor in case, not top 30
179	Victoria Port Power II LLC	Parties Requesting Notice
180	Victoria Port Power LLC	Debtors
181	Victoria Willow LLC	Potential creditor in case, not top 30
182	VIM Technologies Inc.	Potential creditor in case, not top 30
183	W. W. Grainger, Inc.	Potential creditor in case, not top 30
184	W.W. Services	Potential creditor in case, not top 30
185	Waste Management	Potential creditor in case, not top 30
186	Watertech Services	Potential creditor in case, not top 30
187	Williams Scotsman, Inc.	30 Largest Unsecured
188	Wilmington Trust	Potential creditor in case, not top 30
189	Zapata Security	Potential creditor in case, not top 30

Schedule 2

Disclosure Table

Entity in Bankruptcy DISCLOSURE TABLE			
Ref #	Entity or Individual	Relationship in Bankruptcy	Relationship with Grant Thornton
1	Akin Gump Strauss Hauer & Feld LLP	Counsel for Secured Lenders	Forensic Relationship
2	Akin Gump Strauss Hauer & Feld LLP	Counsel for Secured Lenders	Advisory Relationship
3	Office of U.S. Trustee	US Trustee	Forensic Relationship
4	King & Spalding, LLP	Creditor	Business Relationship
5	Verizon Communications, Inc.	Creditor	Business Relationship
6	Airgas USA, LLC	Creditor	Advisory Relationship
7	Airgas USA, LLC	Creditor	Tax Relationship
8	Akin Gump Strauss Hauer & Feld LLP	Counsel for Secured Lenders	Forensic Relationship
9	American Arbitration Association	Creditor	Advisory Relationship
10	Ballard Spahr LLP	Creditor	Forensic Relationship
11	Culligan International Company	Creditor	Advisory Relationship
12	Culligan International Company	Creditor	Tax Relationship
13	Culligan International Company	Creditor	Transaction Services Relationship
14	Culligan International Company	Creditor	Valuation Relationship
15	Ingersoll Rand Company	Creditor	Tax Relationship
16	Kestrel Upperco, LLC (dba Quadion)	Creditor	Audit Relationship
17	Kestrel Upperco, LLC (dba Quadion)	Creditor	Tax Relationship
18	Kestrel Upperco, LLC (dba Quadion)	Creditor	Transaction Services Relationship
19	NAES Corporation	Creditor	Tax Relationship
20	NAES Corporation	Creditor	Transaction Services Relationship
21	Pac-Van Inc	Creditor	Advisory Relationship
22	ProEnergy Holding Company	Creditor	Tax Relationship
23	ProEnergy Holding Company	Creditor	Audit Relationship
24	Southwest Energy L.P.	Creditor	Audit Relationship
25	Southwest Energy L.P.	Creditor	Tax Relationship
26	Twin Eagle Resource Management, LLC	Creditor	Audit Relationship
27	Verizon Communications, Inc.	Creditor	Forensic Relationship
28	Wilmington Trust	Creditor	Tax Relationship
29	M&T Bank	Creditor	Business Relationship
30	Konecranes, Inc.	Creditor	GT United Kingdom Audit Relationship
31	Verizon Communications, Inc.	Creditor	GT United Kingdom Audit Relationship
32	Victoria Bloomington LLC	Creditor	GT United Kingdom Audit Relationship
33	M&T Bank	Creditor	Advisory Relationship
34	Prudential Financial, Inc. (NYSE:PRU)	Secured Lender	Advisory Relationship
35	SUEZ WTS Services USA, Inc.	Creditor	Tax Relationship
36	Verizon Communications, Inc.	Creditor	Advisory Relationship
37	General Electric Company (NYSE:GE)	Creditor	Valuation Relationship
38	Prudential Financial, Inc. (NYSE:PRU)	Secured Lender	Audit Relationship
39	Akerman LLP	Creditor	Forensic Relationship

Ref #	Entity or Individual	Relationship in Bankruptcy	Relationship with Grant Thornton
40	Williams Scotsman, Inc.	Creditor	Transaction Services Relationship
41	Kestrel Upperco, LLC (dba Quadion)	Creditor	Forensic Relationship
42	King & Spalding, LLP	Creditor	Advisory Relationship
43	Wilmington Trust	Creditor	Audit Relationship
44	General Electric Company (NYSE:GE)	Creditor	Advisory Relationship
45	General Electric Company (NYSE:GE)	Creditor	Transaction Services Relationship
46	AFCO Credit Corporation	Creditor	Tax Relationship
47	Baker Hughes a GE Co. - Control Solutions	Creditor	Valuation Relationship
48	Prudential Financial, Inc. (NYSE:PRU)	Secured Lender	Valuation Relationship
49	FINSIGHT Group Inc	Creditor	Transaction Services Relationship
50	AFCO Credit Corporation	Creditor	Advisory Relationship
51	Leidos Engineering, LLC	Creditor	Advisory Relationship
52	CT Corporation	Creditor	Audit Relationship
53	Castleman Power Development LLC	Creditor	Advisory Relationship
54	Peerless Industrial Group, Inc.	Creditor	Tax Relationship
55	Agilon Energy II, LLC	Client - Related Entity	Advisory Relationship
<p><i>Please note: The above includes all relationships found for the debtor, their affiliates, and all entities / individuals listed on the Interested Parties List.</i></p>			